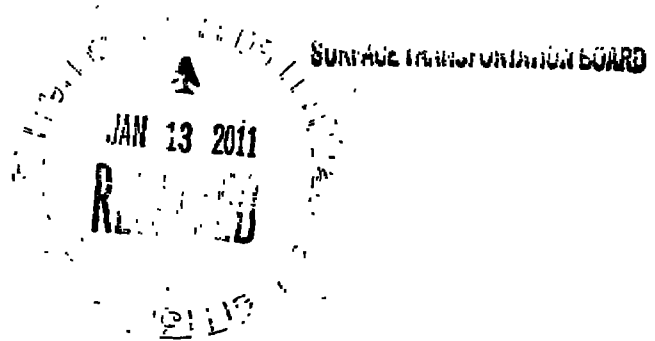


JAN 18 2011 -3 08 PM

**FIRST UNION RAIL**

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

**Via UPS 2<sup>nd</sup> DAY AIR**

January 11, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated January 5, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

**Lessor:** First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

**Lessee:** Southern Chemical Distribution, LLC  
c/o Southern Chemical Corporation  
2 Northpoint Dr., Suite 975  
Houston, TX 77060

A description of the railroad equipment covered by the enclosed document is for nineteen (19) tank cars; having NATX and FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Marcia Dunne".

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosure

(SOGA002)

JAN 18 '11 -3 08 PM

ASSGN. NO.: SOGA002

MEMORANDUM OF LEASE

SOUTHERN TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5TH day of JANUARY, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southern Chemical Distribution, LLC ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 5, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 1, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: Richard F. Seymour

Title: President

By: K. A. Dombrowski

Name: K. A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION Executed on this 6th day of January, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

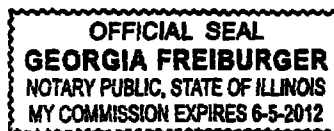
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of January, 2011.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**LESSEE:**

SOUTHERN CHEMICAL DISTRIBUTION, LLC

ATTEST:

By: Pamela Wade  
Name: Pamela Wade  
Title: Exec. Admin. Asst.

By: Ann Gelardi  
Name: ANN GELARDI  
Title: VICE PRESIDENT OF OPERATIONS

Executed on this 5TH day of JANUARY, 2011

[CORPORATE SEAL]

STATE OF Texas  
COUNTY OF Harris

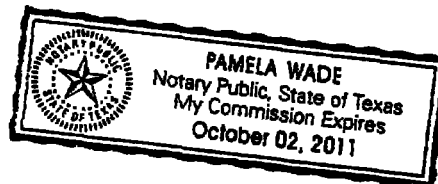
I, Pamela Wade, a Notary Public of the County and State aforesaid, certify that Ann Gelardi personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of January, 2011.

Pamela Wade  
Notary Public

Commission Expires:

10/2/11  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Nineteen (19)

DESCRIPTION OF CARS:    Tank Cars.

CAR NUMBERS:            Cars to be remarked from NATX to FURX marks and numbers.

<u>OLD</u> <u>CARINIT</u>	<u>OLD</u> <u>CARNUM</u>	<u>NEW</u> <u>CARINIT</u>	<u>NEW</u> <u>CARNUM</u>
		FURX	130260
		FURX	130261
		FURX	130265
		FURX	130270
		FURX	130274
NATX	037703	FURX	130262
NATX	037704	FURX	130263
NATX	037708	FURX	130264
NATX	037715	FURX	130266
NATX	037725	FURX	130268
NATX	037726	FURX	130269
NATX	037729	FURX	130271
NATX	037736	FURX	130272
NATX	037737	FURX	130273
NATX	037739	FURX	130275
NATX	037743	FURX	130276
NATX	037745	FURX	130277
NATX	037750	FURX	130278
NATX	037752	FURX	130279